

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,</b>	:
	:
<b>Debtors.</b>	:
	:
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**Chapter 11 Case No.**  
**08-13555 (JMP)**  
**(Jointly Administered)**

**ORDER PURSUANT TO SECTION 363 OF  
THE BANKRUPTCY CODE GRANTING AUTHORITY TO LBHI TO AMEND  
CONTINGENT PROMOTE AGREEMENT RELATED TO CULVER STUDIOS**

Upon the motion, dated May 12, 2010 (the “Motion”), of Lehman Brothers Holdings Inc., as debtor in possession (“LBHI,” and together with its affiliated debtors in the above-referenced chapter 11 cases, the “Debtors”), for an order pursuant to section 363 of title 11 of the United States Code (the “Bankruptcy Code”) authorizing, LBHI, amend the Original CPA,<sup>1</sup> all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case management and administrative procedures [Docket No. 2837]; and no objection to the Motion having been filed; and the Court having found and determined that the relief sought in the

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<sup>1</sup> Capitalized terms used, but not defined herein, shall have the meaning ascribed to such term in the Motion.

Motion is in the best interests of LBHI, its estate and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that LBHI is authorized and empowered, but not directed, to executed, deliver, implement, and perform any and all obligations, instruments, documents and papers, and to take all corporate and other actions that may be necessary or appropriate to enter into the Amendment and/or the Amended CPA, as applicable; and it is further

ORDERED that, within five days of receipt of written notice from LBHI of entry of this Order, PCCP will file, with this Court, a Withdrawal of Claim notice, substantially in the form attached to the Amendment as Exhibit B, withdrawing proof of claim number 24344; and it is further

ORDERED that PCCP shall not refile any proof of claim with respect to the Original CPA, the Mezzanine Loan, or amounts reflected in proof of claim number 24344; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: New York, New York  
May 13, 2010

s/ James M. Peck  
UNITED STATES BANKRUPTCY JUDGE